

RECORDATION NO. 26524 FILED

**AUG 24 '06 12-15 PM**

**SURFACE TRANSPORTATION BOARD**

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

August 23, 2006

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Rider #8 to Master Net Lease Agreement, effective as of November 14, 2005, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: Midwest Railcar Corporation  
4949 Autumn Oaks Drive  
Maryville, IL 62062

Lessee: Kansas City Southern Railway Company  
114 West 11th Street  
Kansas City, MO 64105

Mr. Vernon A. Williams  
August 23, 2006  
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A description of the railroad equipment covered by the enclosed document is:

63 railcars: KCS 315037 – KCS 315099.

A short summary of the document to appear in the index is:

Memorandum of Rider #8 to Master Net Lease Agreement.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/sem  
Enclosures

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SURFACE TRANSPORTATION BOARD

## MIDWEST RAILCAR CORPORATION

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### MEMORANDUM OF RIDER #8 TO MASTER NET LEASE AGREEMENT

between

MIDWEST RAILCAR CORPORATION,

as Lessor

and

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

as Lessee

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MEMORANDUM OF RIDER #8 TO MASTER NET LEASE AGREEMENT

THIS MEMORANDUM OF RIDER #8 TO MASTER NET LEASE AGREEMENT is effective as of November 14, 2005, by and between MIDWEST RAILCAR CORPORATION, an Illinois Corporation ("Lessor"), and THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Rider #8 dated November 14, 2005 between Lessor and Lessee to the Master Net Lease Agreement dated as of June 2, 2003 between Lessor and Lessee (the "Lease").
2. The Lease shall be effective as of the execution date thereof and the term of the Lease with respect to each car shall be as set forth in Rider #8.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Rider #8 to Master Net Lease Agreement to be executed as of the date first above written.

MIDWEST RAILCAR CORPORATION  
Lessor

By: 

Richard M. Murphy  
President & CEO

THE KANSAS CITY SOUTHERN RAILWAY COMPANY

By: 

Name: Paul J. Weyandt  
Title: Senior Vice President – Finance and Treasurer

Approved:  
 1-6-06

STATE OF Illinois, <sup>County</sup> CITY OF Madison, TO WIT:

On this 16 day of January, 2005 before me appeared, Richard M. Murphy to me personally known, who being by me duly sworn, says that he is the President of MIDWEST RAILCAR CORPORATION, an Illinois Corporation, that said instrument was signed on January 16, 2006 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal] "OFFICIAL SEAL"  
DELORIS T. BENARDIN  
My commission expires 6/28/2009

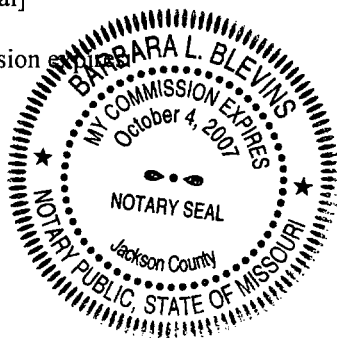
Deloris T. Benardin  
Notary Public

STATE OF Missouri, CITY OF Kansas City, TO WIT:

On this 9 day of January, 2006 before me appeared, Paul J. Weyandt, to me personally known, who being by me duly sworn, says that he is a Sr. VP- Finance Treas. of THE KANSAS CITY SOUTHERN RAILWAY COMPANY, a Missouri Corporation, that said instrument was signed and sealed on January 9, 2005 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

[Notarial Seal]

My commission expires



Barbara L. Blevins  
Notary Public

EXHIBIT A - DESCRIPTION OF RAILCARS

Up to Sixty Three (63) railcars with the following reporting marks:

**KCS 315037 through and including KCS 315099, inclusive**